

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP
333 West Wacker Drive, Suite 2100
Chicago, Illinois 60606
(312) 407-0700
John Wm. Butler, Jr. (JB 4711)
John K. Lyons (JL 4951)
Ron E. Meisler (RM 3026)

- and -

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP
Four Times Square
New York, New York, 10036
(212) 735-3000
Kayalyn A. Marafioti (KM 9632)
Thomas J. Matz (TM 5986)

Attorneys for Delphi Corporation, et al.,
Debtors and Debtors-in-Possession

Delphi Legal Information Hotline:
Toll Free: (800) 718-5305
International: (248) 813-2698

Delphi Legal Information Website:
<http://www.delphidocket.com>

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
	:	
DELPHI CORPORATION, et al.,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
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JOINT STIPULATION AND AGREED ORDER COMPROMISING AND
ALLOWING PROOF OF CLAIM NUMBER 349 AND DISALLOWING
AND EXPUNGING PROOF OF CLAIM NUMBER 16517
(CONTRARIAN FUNDS, LLC AS TRANSFEREE OF APPLIED DATA SYSTEMS, INC.)

Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, including Delphi Medical Systems Colorado Corporation ("Delphi Medical"), debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors") and Contrarian Funds, LLC ("Contrarian") respectfully submit this Joint Stipulation And Agreed Order Compromising And Allowing Proof Of Claim Number 349 And Disallowing And Expunging Proof Of Claim Number 16517 (Contrarian Funds LLC As Transferee Of Applied Data Systems, Inc.) and agree and state as follows:

WHEREAS, on October 8, 2005 (the "Petition Date"), the Debtors filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended (the "Bankruptcy Code"), in the United States Bankruptcy Court for the Southern District of New York (the "Delphi Bankruptcy Court").

WHEREAS, on November 4, 2005, Applied Data Systems, Inc. ("Applied Data") filed proof of claim number 349 ("Proof of Claim No. 349") against Delphi, asserting an unsecured non-priority claim in the amount of \$147,550.00 ("Claim 349") arising from the sale of goods.

WHEREAS, on January 23, 2007, Applied Data transferred its interest in Claim 349 to Contrarian pursuant to a Notice of Transfer (Docket No. 6693).

WHEREAS, on February 7, 2007, Contrarian, as assignee of Applied Data, filed proof of claim number 16517 ("Proof of Claim No. 16517") against Delphi Medical, asserting an unsecured non-priority claim in the amount of \$147,550.00 (together with Claim 349, the "Claims") arising from the sale of goods.

WHEREAS, on April 27, 2007, the Debtors objected to Proof of Claim No. 349 pursuant to the Debtors' Thirteenth Omnibus Objection (Substantive) Pursuant To 11 U.S.C. §

502(b) And Fed. R. Bankr. P. 3007 To Certain (a) Insufficiently Documented Claims, (b) Claims Not Reflected On Debtors' Books And Records, (c) Protective Insurance Claims, (d) Insurance Claims Not Reflected On Debtors' Books And Records, (e) Untimely Claims And Untimely Tax Claims, And (f) Claims Subject To Modification, Tax Claims Subject To Modification, And Claims Subject To Modification And Reclamation Agreement (Docket No. 7825) (the "Thirteenth Omnibus Claims Objection").

WHEREAS, on May 23, 2007 Contrarian filed its Omnibus Response Of Contrarian Funds, LLC To Debtors' Twelfth and Thirteenth Omnibus Claims Objections (Docket No. 8001) (the "Response").

WHEREAS, nothing in this Joint Stipulation, including without limitation the recital paragraphs hereof, shall be deemed to conclusively determine that any transfer of any of the Claims constitutes a sale to Contrarian or constitutes an assignment to Contrarian. Notwithstanding anything in this Joint Stipulation to the contrary including, without limitation, the recital paragraphs hereof, Contrarian expressly reserves the right to characterize any transfer of any of the Claims as a sale to Contrarian or to characterize any transfer of any of the Claims as an assignment to Contrarian and the Debtors expressly reserve the right to contest the same.

WHEREAS, on March 26, 2008, to resolve the Thirteenth Omnibus Claims Objection and the Response with respect to Claim 349, Delphi Medical and Contrarian entered into a settlement agreement (the "Settlement Agreement").

WHEREAS, pursuant to the Settlement Agreement, Delphi Medical acknowledges and agrees that Claim 349 shall be allowed against Delphi Medical in the amount of \$146,250.00.

WHEREAS, pursuant to the Settlement Agreement, Delphi Medical and

Contrarian acknowledge and agree that Claim 16517 shall be disallowed and expunged in its entirety.

WHEREAS, Delphi Medical is authorized to enter into the Settlement Agreement either because the Claim involves ordinary course controversies or pursuant to that certain Amended And Restated Order Under 11 U.S.C. §§ 363, 502, And 503 And Fed. R. Bankr. P. 9019(b) Authorizing Debtors To Compromise Or Settle Certain Classes Of Controversy And Allow Claims Without Further Court Approval (Docket No. 8401) entered by this Court on June 26, 2007.

THEREFORE, the Debtors and Contrarian stipulate and agree as follows:

1. Claim 349 shall be allowed in the amount of \$146,250.00 and shall be treated as an allowed general unsecured non-priority claim against the estate of Delphi Medical.
2. Claim 16517 shall be disallowed and expunged in its entirety.
3. The Thirteenth Omnibus Claims Objection and the Response, with respect to Claim 349, are deemed resolved by the terms of the Settlement Agreement.

So Ordered in New York, New York, this 2nd day of April, 2008

/s/Robert D. Drain

UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND
APPROVED FOR ENTRY:

/s/ John K. Lyons

John Wm. Butler, Jr.
John K. Lyons
Ron E. Meisler

/s/ David S. Rosner

David S. Rosner
Adam L. Shiff
Jeffrey R. Gleit

SKADDEN, ARPS, SLATE, MEAGHER
& FLOM LLP
333 West Wacker Drive, Suite 2100
Chicago, Illinois 60606-1285
(312) 407-0700

Daniel A. Fliman
KASOWITZ, BENSON, TORRES &
FRIEDMAN LLP
1633 Broadway
New York, New York 10019
(212) 506-1700

Attorneys for Contrarian Funds, LLC

- and -

Kayalyn A. Marafioti
Thomas J. Matz
Four Times Square
New York, New York 10036
(212) 735-3000

Attorneys for Delphi Corporation, et al.,
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